

1 **STATE OF GEORGIA**
2 **COUNTY OF FULTON**
3 **CITY OF SOUTH FULTON**

RES2019-047

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6 **A RESOLUTION BY THE CITY OF SOUTH FULTON, GEORGIA, TO PROMOTE**
7 **TOURISM AND DEVELOPMENT; TO INCORPORATE SOUTH FULTON**
8 **CONVENTION AND VISITORS BUREAU; TO APPROVE ADOPTION OF BYLAWS**
9 **AND APPOINTMENT OF BOARD OF DIRECTORS TO THE BUREAU; AND FOR**
10 **OTHER LAWFUL PURPOSES**

11
12 **(Sponsored by Councilwoman Willis)**

13
14 **WHEREAS**, the City of South Fulton ("City") is a municipal corporation duly
15 organized and existing under the laws of the State of Georgia;

16
17 **WHEREAS**, the duly elected governing authority of the City, is the Mayor and
18 Council thereof ("City Council");

19
20 **WHEREAS**, pursuant to state law, O.C.G.A. § 48-13-50 et seq., the City is
21 authorized to adopt clearly reasonable ordinances, resolutions, or regulations relating to
22 its property, affairs, and local government for which no provision has been made by
23 general law and which are not inconsistent with the Constitution or any charter provision
24 applicable thereto;

25
26 **WHEREAS**, the City wishes to cause for the incorporation of the South Fulton
27 Convention and Visitors Bureau ("CVB");

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29 **WHEREAS**, the City wishes to adopt bylaws for the CVB as well as appoint
30 Board of Directors to the CVB;

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32 **WHEREAS**, the intent of the CVB shall be the attraction of overnight tourists,
33 visitors, and individuals; to solicit groups, conventions, meetings, trade shows, exhibits,
34 sports tournaments, expositions, and special events to convene and take place in the
35 City;

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37 **WHEREAS**, the City Council finds it in the public interest to increase the City's
38 tourism and development, for the purpose of funding items through advertising, sales
39 contracts, publications and distributions of descriptive material and such other means as
40 shall be necessary or expedient to attract such tourists, visitors, individuals, groups,

conventions, meetings, trade shows, exhibits, expositions, sports tournaments and special events; and

WHEREAS, the City Council finds this Resolution to be in the best interest of the City, its residents and the general public.

NOW, THEREFORE, THE MAYOR AND CITY COUNCIL OF SOUTH FULTON, GEORGIA, HEREBY RESOLVES:

- a. **Bylaws.** The bylaws which shall govern the CVB are hereby adopted as attached hereto.
- b. **Board Appointments.** The CVB shall incorporate with the initial board members as set forth below who shall serve terms as follows:

Five (5) board members shall be selected from and represent the entertainment, sports, marketing or attractions in the City of South Fulton or for the benefit of the City. Each such appointee must hold at least the position of Manager, Vice President, President or Director as determined by the City Council in its discretion.

1. **Salondia Popson** – Manager, Southwest Arts Center 2 Year
Salondia.Popson@fultoncountyga.gov | 404-613-3220
2. **Sam Kennedy** – South Atlanta Community Tennis Association 4 Year
| 678-640-718
3. **Carole Sykes** – Manager, Aviation Community Cultural Center 2 Year
carole.sykes@fultoncountyga.gov | 404-668-2097 | 404-613-9021
4. **Anthony Williams** – Sandtown Youth Sports Association 4 Year
Anthony.B.Williams@att.net | 678-642-8993
5. Michael Hickman, Manager - The Gladys S. Dennard Library 2 Year
at South Fulton Michael.Hickman@fultoncountyga.gov | 404-613-3092

Three (3) board members shall be selected from and represent the lodging industry in the City. The City Council shall accept nominations from the hotel/motel industry and/or individual hotel or motel owners/operators prior to appointment of these Directors. Each such appointee must hold the position of Manager, General Manager or higher, as determined by the City Council in its discretion.

1. **Chevron Screen** – General Manager, Fairfield Inn & Suites 4 Year
cscreen@ascent-hospitality.com | 850-210-2345
2. **Quinton Evans** - Short Term Rental 2 Year
qevans1@yahoo.com | 404-327-1172

- 82 3. **David Liu** - Short Term Rental/Hotel 4 Year
83 duncandonut@gmail.com | 770-655-7450
84

85 **Three (3)** board member shall be selected from among the restaurant/retail industry.
86 Each such appointee must hold the position of Manager, General Manager or higher, as
87 determined by the City Council in its discretion. The City Council shall accept
88 nominations from the restaurant/retail industry prior to appointment of these directors.
89

- 90 1. **Fredericka Jones** – Owner, Sandtown Pub 2 Year
91 sandtownpub@gmail.com | (678) 904-7041
92 2. **Richard Thweatt** – Owner, Diamond Hall Catering 4 Year
93 & Convention Center diamondhall@bellsouth.net | (404)763-2890
94 3. **Ronald St. James** – Owner, St. James Live 2 Year
95 contact@stjamesliveatl.com | (404) 254-3561 (office) | 470-253-5049 (cell)
96

97 **One (1)** board members shall be selected from the City of South Fulton Parks and
98 Recreation Department – Appointee must hold at least the position of Director, Deputy
99 Director or Manager as determined by the City Council in its discretion.
100

- 101 1. **Tony Phillips** – Director, South Fulton Parks and Recreation 4 Year
102 Tony.Phillips@cityofsouthfultonga.gov | 470-809-7165 (Cell)
103

104 **One (1)** board members shall be selected from the South Fulton Chamber of
105 Commerce. Appointee must hold at least the position of President, CEO or Board
106 Member as determined by the City Council in its discretion.
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- 108 1. **Diane Mathews** – President, South Fulton Chamber of Commerce 2 Year
109 dyan.matthews@southfultonchamber.com | 770-964-1984
110 (Office) | 404-782-2057 (Cell)

- 111
112 c. **DMO Agreement.** The City hereby approves the following Destination Marketing
113 Organization Agreement attached hereto as Exhibit A, which may be executed in
114 substantial form by the Mayor and/or City Manager, subject to approval as to
115 form by the City Attorney, following the CVB's incorporation as set forth herein.
116 The costs for the CVB's incorporation under Georgia law as a non-profit shall be
117 paid for by the City Treasurer through the City Contingency Fund at an amount
118 not to exceed \$500. The Economic Development Director shall facilitate the
119 CVB's incorporation.
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123 **Section 2.** It is hereby declared to be the intention of the City Council that: (a)
124 All sections, paragraphs, sentences, clauses and phrases of this Resolution are or
125 were, upon their enactment, believed by the City Council to be fully valid, enforceable
126 and constitutional.

127 (b) To the greatest extent allowed by law, each and every section, paragraph, sentence,
128 clause or phrase of this Resolution is severable from every other section, paragraph,
129 sentence, clause or phrase of this Resolution. No section, paragraph, sentence, clause
130 or phrase of this Resolution is mutually dependent upon any other section, paragraph,
131 sentence, clause or phrase of this Resolution.

132 (c) In the event that any phrase, clause, sentence, paragraph or section of this
133 Resolution shall, for any reason whatsoever, be declared invalid, unconstitutional or
134 otherwise unenforceable by the valid judgment or decree of any court of competent
135 jurisdiction, it is the express intent of the City Council that such invalidity,
136 unconstitutionality or unenforceability shall, to the greatest extent allowed by law, not
137 render invalid, unconstitutional or otherwise unenforceable any of the remaining
138 phrases, clauses, sentences, paragraphs or sections of the Resolution.

139 **Section 3.** The city attorney and city clerk are authorized to make non-substantive
140 editing and renumbering revisions to this Resolution for proofing, codification, and
141 supplementation purposes. The final version of all ordinances shall be filed with the city
142 clerk.

143 **Section 4.** The effective date of this Resolution shall be the date of adoption, unless
144 provided otherwise by the City Charter or state and/or federal law.
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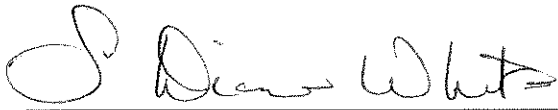
THIS RESOLUTION adopted this 10th day of September 2019.

CITY OF SOUTH FULTON, GEORGIA



WILLIAM "BILL" EDWARDS, MAYOR

ATTEST:



S. DIANE WHITE, CITY CLERK

APPROVED AS TO FORM:



EMILIA C. WALKER, CITY ATTORNEY



200 The foregoing RESOLUTION No. 2019-047, adopted on September 10, 2019 was
201 offered by Councilmember Willis, who moved its approval. The motion was
202 seconded by Councilmember Baker, and being put to a vote, the result was as
203 follows:
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William "Bill" Edwards, Mayor
Mark Baker, Mayor Pro Tem
Catherine Foster Rowell
Carmalitha Lizandra Gumbs
Helen Zenobia Willis
Gertrude Naeema Gilyard
Rosie Jackson
khalid kamau

AYE	NAY
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SOUTH FULTON CONVENTION & VISITORS BUREAU, INC.



Bylaws

ARTICLE I – GENERAL

Section 1 – Organization Name

The name of the corporation shall be South Fulton Convention and Visitors Bureau, Inc., hereafter referred to as CVB.

Section 2 - Purpose

The intent of the CVB shall be the attraction of overnight tourists, visitors and individuals; to solicit groups, conventions, meetings, trade shows, exhibits, sports tournaments, expositions and special events to convene and take place in the City of South Fulton through advertising, sales contracts, publications and distribution of descriptive material and such other means as may be necessary or expedient to attract such tourists, visitors, individuals, groups, conventions, meetings, trade shows, exhibits, expositions, sports tournaments and special events to the City of South Fulton.

ARTICLE II - DIRECTORS

Section 1 - Responsibilities

The affairs of the CVB shall be under the management of a Board of Directors and such officers, agents, employees or committees as the Board may elect, employ or appoint.

Section 2 – Board of Directors

The CVB will be governed by a Board of Directors consisting of Thirteen (13) members. Appointment of Directors shall be in accordance with these Bylaws. The members of the Board of Directors shall be appointed by the City of South Fulton Council as follows:

Five (5) board members shall be selected from and represent the entertainment, sports, marketing or attractions in the City of South Fulton or for the benefit of the City. Each such appointee must hold at least the position of Manager, Vice President, President or Director as determined by the City Council in its discretion.

Three (3) board members shall be selected from and represent the lodging industry in the City. The City Council shall accept nominations from the hotel/motel industry and/or individual hotel or motel owners/operators prior to appointment of these Directors. Each such appointee must hold the position of Manager, General Manager or higher, as determined by the City Council in its discretion.

Three (3) board member shall be selected from among the restaurant/retail industry. Each such appointee must hold the position of Manager, General Manager or higher, as determined by the City Council in its discretion. The City Council shall accept nominations from the restaurant/retail industry prior to appointment of these directors.

One (1) board members shall be selected from the City of South Fulton Parks and Recreation Department – Appointee must hold at least the position of Director, Deputy Director or Manager as determined by the City Council in its discretion.

One (1) board members shall be selected from the South Fulton Chamber of Commerce. Appointee must hold at least the position of President, CEO or Board Member as determined by the City Council in its discretion.

Section 3 – Tenure

Each Director shall serve for a term of four (4) years staggered terms.

Section 4 – Vacancies

Should any office become vacant, by reason of death, resignation, removal, disqualification or otherwise, the Directors may, at any meeting, recommend a successor or successors, subject to approval by City Council.

Section 5 – Powers

The Board of Directors shall be responsible for establishing operating policies for the CVB and for evaluating the progress of the CVB in the attainment of its goals. The Board of Directors shall have full and complete power to transact all business and manage the affairs of the CVB, to elect officers, to authorize the sale, conveyance, transfer, assignment, trade, exchange, lease, mortgage, otherwise encumber or pledge any property, real or personal, of the CVB.

Section 6 – Compensation

No assets of the CVB shall be used for the benefit of or be paid to any person who is a member, director, officer, or other private person, except that reasonable reimbursement may be allowed for services rendered in furtherance of the goals of the CVB.

Section 7 – Records

All financial records and minutes of meetings of the Board of Directors, along with other valuable papers of the CVB, shall become permanent records of the CVB and shall always be kept securely in the offices of the CVB. Copies of these records may be made for any member of the Board of Directors or City Council at any time upon proper request.

Section 8 – Conflicts of Interest

Members of the Board of Directors and Executive Committee shall not participate in a vote or decision on a contract involving a business entity or real property in which the Director or his or her immediate family, (spouse, parent, parent-in-law, brother, brother-in-law, sister, sister-in-law, child, son-in-law or daughter-in-law or other persons living in the same residential dwelling unit of the Director) is a director, officer, employee or has a substantial interest if it is reasonably foreseeable that such action would confer an economic benefit on the business entity. Any such conflict of interest shall be disclosed by the Director and recorded in the minutes of the meeting where that action is taken.

ARTICLE III – OFFICERS

Section 1 – Elections

Officers of the Board shall be elected annually by the CVB Board at its regular December meeting, and shall hold office until the following Annual Meeting. Vacancies may be filled, or new offices created and filled at any meeting of the CVB Board.

Section 2 – Term of Office

Officers shall be elected for one (1) year at the December regular meeting of the Board of Directors. Term of office will begin at the annual meeting of the Board in January of each year. CVB officers may be elected to consecutive terms, not to exceed 3 consecutive terms per seat.

Section 3 – Removal

Any officer elected or appointed by the CVB Board may be removed by the CVB Board whenever, in its judgment, the best interests of the CVB Board will be served.

Section 4 – Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the CVB Board of Directors by appointment for the balance of such officer's term.

Section 5 – Officers & Duties

The duties of the officers shall include but not be limited to:

President: Preside at general CVB meetings and at all meetings of the Board of Directors. Represent the CVB at any meeting, convention, or other gathering where the interests of the CVB are at issue, or when so directed by the Board of Directors.

Vice President: Perform all duties of the President in his/her absence. In the event of death, resignation or retirement of the President, assume the duties of the president as

President Pro Temp for the remainder of the current term and supervise the appointment of a new Vice President. Represent the Board at the request of the President.

Secretary: Oversee the record keeping of the CVB's meetings and activities. Gather and distribute approved meeting minutes to CVB membership. Represent the Board at the request of the President.

Treasurer: Provide a full and accurate account of receipts and disbursements of the CVB that are kept in books belonging to the CVB. Sign all checks and drafts that are properly drawn on CVB funds. All checks require two signatures. Ensure all monies are deposited in the name of the CVB, in such depositories or safety vaults that may be designated by the Board of Directors. Represent the Board at the request of the President. Ensure that an annual audit is performed.

ARTICLE IV – MANAGEMENT

Section 1 – Administrative Support

The City of South Fulton Department of Economic Development shall provide all administrative support for the CVB.

Section 1 – Executive Director

The Executive Director of the CVB shall be the Economic Development Director or designated staff member housed in the Economic Development Department of the City of South Fulton.

Section 2 – Tourism Manager

The Tourism Manager shall work directly to support the efforts of the CVB. The Tourism Manager shall be an employee of the City of South Fulton and will report directly to the Economic Development Director.

ARTICLE V – MEETINGS

Section 1 – Regular Meetings

Regular meetings of the CVB Board shall be held at a location and time as agreed to by the CVB Board members. All meetings shall be subject to Robert's Rules of Order and the Georgia's Open Meetings Act.

Section 2 – Special Meetings

Special meetings of the CVB Board may be called by the Executive Director or the CVB Board President. Notice thereof shall be provided pursuant to Georgia's Open Meetings Act

Section 3 – Annual Meeting

The Annual Meeting shall be held each January for the purpose of providing annual reports of the CVB and installation of newly elected officers.

Section 4 – Notice of Meetings

Notice of the time, place and matters to be considered and action taken for each meeting of the Board of Directors shall be posted as required by State law.

Section 5 - Quorum and Action

A majority of the duly appointed members of the Board of Directors shall constitute a quorum for the transaction of business. The affirmative vote of a majority of the Board present in person at a meeting at which a quorum is present shall be the act of the Board of Directors. In the event that a quorum is not present at any meeting, the Directors present may adjourn the meeting without further notice until a quorum can be properly assembled.

Section 6 – Attendance

Pursuant to three (3) consecutive absences or four (4) absences within a twelve-month period the President of the Board of Directors shall call an Executive Committee meeting to review the attendance records of the Director. If, upon review, the Executive Committee determines there is insufficient circumstance to justify the absences of the Director it may recommend removal and replacement of the Director to the full Board of Directors. Upon majority vote of a quorum of the Board such a recommendation will be sent to the City Council for consideration and appropriate action. Telephonic attendance may be constituted as attendance upon prior approval of President. Directors may not have two consecutive telephonic attendance or three annually.

Section 7 – Minutes

Written minutes shall be kept for each CVB meeting.

ARTICLE VI – COMMITTEES

Section 1 – Committees

Committees may be appointed by the President to advise and assist the CVB Board on issues or projects of the CVB. The President shall appoint a Committee Chairperson and members of the committee. The Committee Chairperson shall call meetings on an as-needed basis.

Section 2 – Executive Committee

Annually, the Board of Directors shall designate an Executive Committee. Each member of the Executive Committee shall be a member of the Board of Directors. The Executive Committee shall include the President, Treasurer and three (3) other Board members, as determined by the Board of Directors.

The Executive Committee may only act in the absence of a quorum of the Board at a duly called and noticed Board meeting and then only on items contained on the published agenda. Any action taken by the Executive Committee shall be placed on the next regular agenda for ratification by the full Board or a quorum thereof.

The Executive Committee shall have and exercise all of the authority of the Board of Directors in carrying out and handling the business and affairs of the CVB except where action of the entire Board of Directors is otherwise specified by these Bylaws or applicable law. The Executive Committee shall be subject to the control and direction of the Board of Directors.

ARTICLE VII – MEMBERS

The CVB shall initially have one (1) class of members, consisting of the officers and members of the Board of Directors selected pursuant to Article II. Members shall have voting rights only in their capacities as members of the Board of Directors. The CVB reserves the right to create additional classes of members and to provide for the terms, rights and privileges thereof by amendment of these Bylaws.

ARTICLE VIII – ACCOUNTING AND BUDGET

Section 1 – Fiscal Year

The fiscal year of the CVB shall be January 1st – December 31st.

Section 2 – Accounting

The CVB will maintain separate accounts. All checks will require two signatures of authorized CVB personnel to include the President, Vice – President, Secretary and/or Treasurer.

Section 3 – Audit

The CVB will conduct an annual audit by a Certified Public Accounting firm.

ARTICLE IX – REPORTING

Section 1 – Meeting Reports

Meeting reports will be made to the City Council - approved meeting minutes and CVB board-approved marketing reports will be sent to the City Council on a monthly basis.

Section 2 – Budget

The CVB shall submit to the City each year an annual budget based on anticipated revenues and expenses, copies of audited financial statements, and other statements as may from time to time be requested.

Section 3 – Workplan

At least annually, the CVB shall present its work plan detailing results or metrics from the previous year and its work plan for the coming year. Included in this report will be measurements covering, but not limited to the following areas: Hotel/Motel Tax receipts; visitor counts at welcome center locations; annual advertising expenditures; ratio of advertising dollars spent to documented leads; number of tour groups and associated statistics; number of conventions and meetings and associated statistics.

ARTICLE X – DISSOLUTION

Section 1 - Procedure

The Board of Directors shall adopt a resolution recommending that the CVB be dissolved. Upon adoption of the resolution by the Board of Directors and approval thereof by the City Council, notice of dissolution shall be mailed to each known creditor and/or claimant against the CVB.

Section 2 - Distribution of Assets

The assets of the CVB shall be applied as follows: (1) all liabilities and obligations of the CVB shall be paid, satisfied and discharged; (2) assets held by the CVB upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. (3) The remaining assets, if any, shall be distributed to the City, and all financial records and other documents and information held by the CVB shall be transferred to the City.

ARTICLE XI – INDEMNIFICATION

Section 1 – Indemnification

The CVB shall indemnify each and every member of the Board of Directors against any and all liability or expense, including attorney's fees, incurred by any Director by reason of any actions or omissions within the course and scope of the official duties that may arise out of the functions and activities of the CVB.

ARTICLE XII – AMENDMENTS TO BY-LAWS

Section 1 – Amendments

These Bylaws may be altered, amended or repealed by a majority vote of the quorum of the Board of Directors of the CVB at any annual, regular or special meeting of the Directors. At least ten (10) days' notice of the meeting at which the proposed changes are to be considered shall be given to each Director by written notice.

Section 2 – Council Approval

Such amendments to the By-Laws shall take effect upon approval by the City of South Fulton Council.